



# Zhong Ao Home Group Limited

## 中奧到家集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1538)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 15 SEPTEMBER 2016 AND ANY ADJOURNMENT THEREOF

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each (“Shares”) in the capital of Zhong Ao Home Group Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Suite Nos. 5 and 6, 9th Floor, Tower 2, China Hong Kong City, 33 Canton Road, Tsimshatsui, Hong Kong on Thursday, 15 September 2016 at 2:00 p.m. (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To approve, confirm and ratify the agreement dated 26 July 2016 between Zhong Ao Home Investment Company Limited (the “Purchaser”), an indirectly wholly-owned subsidiary of the Company, and ten individuals, namely He Xiaoyong, Cen Wei, Zhang Aiguo, Cui Guofu, Qi Kangning, Wang Chenliang, Lu Yikang, Gui Chenyi, He Guodong and Li Cuiyue (collectively, the “Vendors”) in relation to the purchase by the Purchaser of 70% of the registered capital in Zhejiang Yongcheng Property Management Company Limited (the “Target Company”) for RMB210,000,000 and further purchase of 30% of the registered capital in the Target Company in four tranches of 7.5% each at a price of RMB22,500,000 for each of the acquisition, and to authorise any one director to do all such further acts and sign all such documents and to take all such steps to give effect to the transactions contemplated thereunder.		

Date: \_\_\_\_\_

Signature<sup>5</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out “THE CHAIRMAN OF THE MEETING, or” and insert the name and address of the proxy desired in the space provided. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: If you wish to vote for a resolution, please tick in the box marked “For”. If you wish to vote against a resolution, please tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.**
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.